

DECLARATION, POWER OF ATTORNEY, AND PETITION

We, Robert Bible, Jr., a citizen of the United States of America, residing at P.O. Box 787, Rancho Santa Fe, California 92067; and Mark Steven Burnett, a citizen of the United States of America, residing at 9755 La Jolla Farms Road, La Jolla, California 92037; verily believe we are the original, first, and joint inventors of the subject matter of the invention or discovery entitled A SECURED PURCHASING SYSTEM, for which a patent is sought and which is described and claimed in the specification attached hereto; that we have reviewed and understand the contents of the above-identified specification, including the claims; and that we acknowledge the duty to disclose information which is material to the examination of this application in accordance with Section 1.56(a) of Title 37 of the Code of Federal Regulations.

We hereby claim the benefit under Section 120 of Title 35 of the United States Code of the earlier filed pending application, Serial No. 09/728,361, filed December 1, 2000; and, insofar as the subject matter of each of the claims of this application is not disclosed in the earlier filed pending application in the manner provided by the first paragraph of Section 112 of Title 35 of the United States Code, we acknowledge the duty to disclose material information, as defined in Section 1.56(a) of Title 37 of the Code of Federal Regulations, which occurred between the filing date of the earlier filed application and the filing date of this application.

We declare further that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful, false statements and the

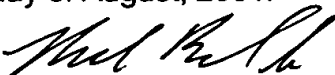
like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful, false statements may jeopardize the validity of the application or any patent issuing thereon.

We hereby appoint as our attorneys NEIL K. NYDEGGER, Registration No. 30,202, and MATTHEW K. HILLMAN, Registration No. 45,892, with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith. All correspondence and telephonic communications should be directed to:

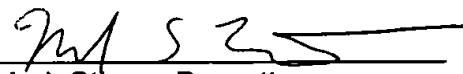
NEIL K. NYDEGGER  
NYDEGGER & ASSOCIATES  
348 Olive Street  
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Wherefore, we pray that a letters patent be granted to us for the invention or discovery described and claimed in the foregoing specification and claims, declaration, power of attorney, and this petition.

Signed at San Diego, California, this 8th day of August, 2001.

Inventor   
Robert Bible, Jr.  
P.O. Box 787  
Rancho Santa Fe, California 92067

Signed at San Diego, California, this 8th day of August, 2001.

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Docket: 11298.4.1